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May 5, 2000

Mr. K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

VIA HAND DELIVERY

Re: **APPLICATION OF MEMPHIS NETWORKX, LLC FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE INTRASTATE TELECOMMUNICATION SERVICES AND JOINT PETITION OF MEMPHIS LIGHT GAS & WATER DIVISION, A DIVISION OF THE CITY OF MEMPHIS, TENNESSEE ("MLGW") AND A&L NETWORKS-TENNESSEE, LLC ("A&L") FOR APPROVAL OF AGREEMENT BETWEEN MLGW AND A&L REGARDING JOINT OWNERSHIP OF MEMPHIS NETWORKX, LLC.**
DOCKET NO. 99-00909

Dear Mr. Waddell:

Please accept for filing an original and thirteen (13) copies of Position Statement on the Amended Application, filed on behalf of the Time Warner Communications of the Mid-South, Time Warner Telecom of the Mid-South, L.P., and the Tennessee Cable Telecommunications Association.

If you have any questions or concerns with regard to this filing, please do not hesitate to contact me.

Very truly yours,
**FARRIS, MATHEWS, BRANAN
BOBANGO & HELLEN, P.L.C.**

Charles B. Welch, Jr.

Charles B. Welch, Jr.

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**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

**APPLICATION OF MEMPHIS NETWORKX, LLC
FOR A CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATION SERVICES AND JOINT
PETITION OF MEMPHIS LIGHT GAS & WATER
DIVISION, A DIVISION OF THE CITY OF
MEMPHIS, TENNESSEE ("MLGW") AND A&L
NETWORKS-TENNESSEE, LLC ("A&L") FOR
APPROVAL OF AGREEMENT BETWEEN MLGW
AND A&L REGARDING JOINT OWNERSHIP OF
MEMPHIS NETWORKX, LLC.**

DOCKET NO. 99-00909

**TIME WARNER COMMUNICATIONS OF THE MID-SOUTH, TIME WARNER
TELECOM OF THE MID-SOUTH, L. P., AND THE TENNESSEE
TELECOMMUNICATIONS ASSOCIATION POSITION STATEMENT ON THE
AMENDED APPLICATION**

Time Warner Communications of the Mid-South, Time Warner Telecom of the Mid-South, L.P., and the Tennessee Cable Telecommunications Association ("Intervenors") file this statement in response to both the Directors' May 2, 2000 inquiries as well as the May 4, 2000 Order of the Pre-Hearing Officer directing the parties to provide written explanations as to how the Amended Application resolves the nine issues presented in this docket.

As stated for the record on May 2, the Intervenors support the parties' agreement resulting in the Amended Application. Notwithstanding, the Intervenors recognize that there may be issues of public concern appropriate for Tennessee Regulatory Authority's ("Authority") consideration and determination. The Intervenors request that the Authority approve the Application as amended and, in tandem with such approval,

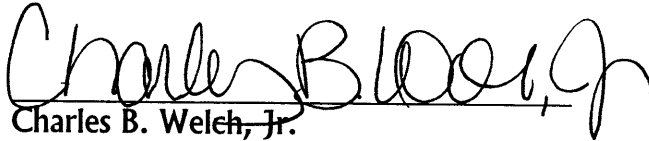
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resolve any and all public policy issues it deems relevant to the operations of the Applicant on a going forward basis. Accordingly, the Intervenor suggests that the original Application be examined and revised in a manner consistent with the conditions set forth in the Amendment to the Application, and any other conditions the Authority deems in the public interest. For example, the Applicant no longer seeks to provide retail services to end-users, and this change will obviously affect the list of services it proposes to offer. Also, the conflict of interest and self dealing provisions of the Application may need additional explanation or refinement.

These Intervenor intend to fully participate in this proceeding until the entry of a final order by the Authority. The Intervenor submit that the Amendment to the Application filed on May 2, 2000 represents a negotiated settlement by these Intervenor with the Applicant and Joint Petitioners of a bona fide dispute regarding the nine issues adopted by the Authority for determination in this proceeding and with respect to the other matters set forth in the Agreement. If the Amendment to the Application is not approved by the Authority in its entirety, these Intervenor have reserved the right to withdraw their support of the Application and contest the issuance of any order which would permit the Applicant to offer telecommunications services in any geographic area of this state.

Respectfully submitted,

FARRIS, MATHEWS, BRANAN,
BOBANGO & HELLEN, P.L.C.

A handwritten signature in black ink, appearing to read "Charles B. Welch, Jr.", written over a horizontal line.

Charles B. Welch, Jr.

John M. Farris

Attorneys for Time Warner

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The Tennessee Cable Telecommunications
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CERTIFICATE OF SERVICE

I, Charles B. Welch, Jr., hereby certify that I have served a copy of the foregoing **POSITION STATEMENT ON THE AMENDED APPLICATION** on the parties listed below, by depositing copy of same in the U.S. Mail, postage prepaid or by hand delivery, as designated below, this the 5th day of May, 2000.

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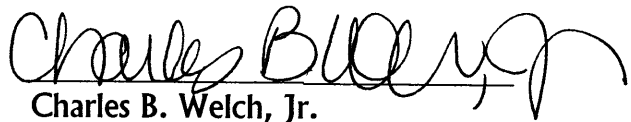
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Charles B. Welch, Jr.